

EXHIBIT V

EXHIBIT A

NOTICE OF CONVERSION

SERIES A CONVERTIBLE PREFERRED STOCK

The undersigned hereby elects to convert the number of shares of Series A Convertible Preferred Stock indicated below into shares of common stock, \$.001 par value per share (the "Common Stock"), of MGT Capital Investments, Inc., a Delaware corporation (the "Corporation"), according to the conditions hereof, as of the date written below. If shares of Common Stock are to be issued in the name of a Person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto and is delivering herewith such certificates and opinions as may be required by the Corporation in accordance with the Purchase Agreement. No fee will be charged to the Holders for any conversion, except for any such transfer taxes.

Conversion calculations:

Date to Effect Conversion: 4/2/13

Number of shares of Series A Preferred Stock owned prior to Conversion: 105,505

Number of shares of Series A Preferred Stock to be Converted: 12,873

Stated Value of shares of Series A Preferred Stock to be Converted: \$ 41,966

Stated Value of accrued but unpaid dividend: \$ 6.52

Number of shares of Common Stock to be issued upon Conversion: 12,873

Shares of Common stock to be issued for accrued but unpaid dividend: 2

Total number of shares to be issued: 12,875

Number of shares of Series A Preferred Stock subsequent to Conversion: 92,632

HOLDER HS Contrarian Investments, LLC

John Stetson
Name: John Stetson
Title: Managing Member

EXHIBIT A

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SERIES A CONVERTIBLE PREFERRED STOCK

The undersigned hereby elects to convert the number of shares of Series A Convertible Preferred Stock indicated below into shares of common stock, \$0.01 par value per share (the "Common Stock"), of MGT Capital Investments, Inc., a Delaware corporation (the "Corporation"), according to the conditions hereof, as of the date written below. If shares of Common Stock are to be issued in the name of a Person other than the undersigned, the undersigned will pay all transfer taxes payable with respect thereto and is delivering herewith such certificates and opinions as may be required by the Corporation in accordance with the Purchase Agreement. No fee will be charged to the Holders for any conversion, except for any such transfer taxes.

Conversion calculations:

Date to Effect Conversion: 4/4/13

Number of shares of Series A Preferred Stock owned prior to Conversion: 191,624

Number of shares of Series A Preferred Stock to be Converted: 25,000

Stated Value of shares of Series A Preferred Stock to be Converted: \$81,500

Stated Value of accrued but unpaid dividend: 139.12

Number of shares of Common Stock to be issued upon Conversion: 25,000

Shares of Common stock to be issued for accrued but unpaid dividend: 12

Total number of shares to be issued: 25,012

Number of shares of Series A Preferred Stock subsequent to Conversion: 166,612

HOLDER Berry Hong

BH
Name: Berry Hong
Title: Individual



77 Spruce Street, Suite 201 ◇ Cedarhurst, NY 11516 ◇ (212) 828-8436 Main ◇ (646) 536-3179 Fax

DWAC ISSUANCE INSTRUCTION FORM – NEW STOCK

MGT Capital Investments

Company Name

Common

Class of Stock

VStock Transfer, LLC, stock transfer agent for the above class of stock for the above Company, is authorized by the Company, to issue the shares described below and increase the outstanding shares on the books of the Company.

Issuance Instructions

Please issue new shares to:

Name: Melechdavid Inc.

Address: _____

SS Number: _____

Phone Number: _____

Email: mgman@bullhunterllc.com

Number of Shares: 18,404

Issuance Date: 4/8/13

*Reason for Issuance: O

Cost Per Share: \$3.26

Name of Brokerage Firm: _____

DTC Participant Number: _____

Account Name: _____ Account Number: _____

(For additional recipients, or information, use the next page and follow the same format. Omitting some of the required information may result in a delay of the issuance.)

Inclusive of the recipients listed above and on attached sheets, the number of outstanding shares on the control book of the Company is increased by _____ shares.

I, the undersigned, qualified officer of the above named company, do hereby certify that the above referenced issuance(s) is/are authorized by the Board of Directors of the Company. I also certify that the said authorization has not been in any way rescinded, annulled, or revoked, but the same is still in full force and effect.

Robert P. Traversa
Signature

Robert P. Traversa
Name (Printed)

Chief Financial Officer
Title

4/8/2013
Date

*new stock purchase (NSP), services rendered (SR), employee plan (EP), security conversion (SC), other (O)



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ISSUANCE INSTRUCTION FORM – NEW STOCKMGT Capital Investments

Company Name

Common

Class of Stock

VStock Transfer, LLC, stock transfer agent for the above class of stock for the above Company, is authorized by the Company, to issue the shares described below and increase the outstanding shares on the books of the Company.

Issuance Instructions

Please issue new shares to:

Name: Melechdavid Inc.

Address: _____

SS Number: _____ Phone Number: _____ Email: mgman@bullhunterllc.comNumber of Shares: 493 Issuance Date: 4/8/13*Reason for Issuance: SC Restricted Cost Per Share: \$3.26

(For additional recipients, or information, use the next page and follow the same format. Omitting some of the required information may result in a delay of the issuance.)

Inclusive of the recipients listed above and on attached sheets, the number of outstanding shares on the control book of the Company is increased by _____ shares.

I, the undersigned, qualified officer of the above named company, do hereby certify that the above referenced issuance(s) is/are authorized by the Board of Directors of the Company. I also certify that the said authorization has not been in any way rescinded, annulled, or revoked, but the same is still in full force and effect.

Robert P. Traversa
Signature

Robert Traversa
Name (Printed)

CFO
Title

4/8/13
Date

*new stock purchase (NSP), services rendered (SR), employee plan (EP), security conversion (SC), other (O)

**All new stock is assumed to be issued under Rule 144 unless otherwise designated. Free-trading shares must be accompanied by a legal opinion or registration statement and effective date.

Certificate Delivery Instructions: Method of Sending (check one) FEDEX ☐ DHL ☐ UPS ☐
Account Number: _____

Contact Name: Mark E. Groussman Phone: _____
Address: _____

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Conversion calculations:

Date to Effect Conversion: 4-8-13

Number of shares of Series A Preferred Stock owned prior to Conversion: 18,897

Number of shares of Series A Preferred Stock to be Converted: 18,897

Stated Value of shares of Series A Preferred Stock to be Converted: 61,604.22

Stated Value of accrued but unpaid dividend 171.72

Number of shares of Common Stock to be issued upon Conversion: 18,897

Shares of Common stock to be issued for accrued but unpaid dividend 22

Total number of shares to be issued 18,897

Number of shares of Series A Preferred Stock subsequent to Conversion: ~~18,897~~ 0 ^{M6} *[Signature]*

HOLDER

Melechman Inc
Name: *Mark Grossman*
Title: *President*